

7102-GB
CORPORATION NO. _____ Filed & Recorded
JAN 11 1974 -2 45 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 1,
1973, between ACF INDUSTRIES, INCORPORATED,
a New Jersey corporation (hereinafter called
the Manufacturer), and TRAILER TRAIN COMPANY,
a Delaware corporation (hereinafter called the
Company).

WHEREAS the Manufacturer and the Company have
entered into a Manufacturing Agreement dated as of July 1,
1973, and an Amendment Agreement dated as of November 15,
1973 (such Manufacturing Agreement, as so amended, being here-
inafter called the Manufacturing Agreement), filed and recorded
with the Interstate Commerce Commission pursuant to Section
20c of the Interstate Commerce Act on August 27, 1973 (recor-
dation number 7102-G), and November , 1973 (recordation
number 7102-), respectively; and

WHEREAS the Company has assigned its rights to
purchase and take delivery of certain units of railroad
equipment described in the Manufacturing Agreement to the
parties, severally, listed in the Consent and Agreement
attached hereto; and

WHEREAS the parties hereto desire to amend the
Manufacturing Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The first sentence of the fourth paragraph of Article 2 of the Manufacturing Agreement is amended to read:

"Notwithstanding the preceding provisions of this Article 2, any Unit of the Equipment not delivered and accepted pursuant to Article 3 hereof on or before the date set forth in Item 2 of Annex A hereto shall be excluded from this Agreement and not included in the terms 'Equipment' or 'Units' as used in this Agreement."

2. Item 3 of Annex A to the Manufacturing Agreement is amended to read:

"December 13, 1973, January 9, 1974, and February 7, 1974."

3. Except as amended hereby, the Manufacturing Agreement shall remain unaltered and in full force and effect.

4. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate

seals, duly attested, to be hereunto affixed as of the day
and year first above written.

ACF INDUSTRIES, INCORPORATED,

by

W. W. Wilson
Vice President

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

TRAILER TRAIN COMPANY,

by

[Signature]
Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this *6th* day of *December* 1973, before me personally appeared **W. W. WILSON**, to me personally known, who being by me duly sworn, says that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1974

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *10th* day of *December* 1973, before me personally appeared N. V. Reichert, to me personally known, who, being by me duly sworn, says that he is the Vice President-Finance and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Wendy L. Janisch

Notary Public

[Notarial Seal]

My Commission expires: *2-17-75*

CONSENT AND AGREEMENT

The Undersigned hereby consent and agree to the amendments made by the foregoing Amendment Agreement as of December 1, 1973.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
trustee for AMERICAN SECURITY
LEASING CORP.,

by 

Authorized Officer

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
trustee for BANKERS TRUST
COMPANY,

by 

Authorized Officer